

**MINUTES OF THE EXECUTIVE COMMITTEE
BOARD OF REGENTS
WESTERN KENTUCKY UNIVERSITY
October 23, 1992**

AGENDA ITEM 1 - Call to Order

Required statutory notice having been given, a meeting of the Executive Committee of the Board of Regents of Western Kentucky University was held in the Regents Conference Room of the Wetherby Administration Building. The meeting was called to order at 8:35 a.m., CDT, by Chairman Burns Mercer.

AGENDA ITEM 2 - Roll Call

The following members were present:

Mr. C.C. Howard Gray
Mr. Monnie L. Hankins
Mrs. Peggy W. Loafman
Mr. Burns E. Mercer

In addition, Board members Bale, Evans, and Rains were also in attendance.

Also present were Dr. Thomas C. Meredith, President; Mrs. Liz Esters, Staff Assistant for Special Projects and Secretary to the Board of Regents; Dr. Jim Heck, Executive Assistant to the President; and Mr. Fred Hensley, Director of University Relations.

AGENDA ITEM 3 - Consideration of Amendments to the Bylaws of the Board of Regents

The Executive Committee worked through a draft copy of Amendments to the Bylaws and made several revisions. A motion was made by Mr. Gray and seconded by Mr. Hankins to revise the draft as discussed and distribute to the full Board for consideration on October 29 for the first reading. The motion carried unanimously, and the Proposed Amended Bylaws follow:

**BYLAWS
OF THE BOARD OF REGENTS
WESTERN KENTUCKY UNIVERSITY**

PREAMBLE

WHEREAS, the Board of Regents of Western Kentucky University has been duly created pursuant to Chapter 164 of the Kentucky Revised

Statutes constituting a body corporate, with the usual corporate powers, and with all immunities, rights, privileges and franchises usually attached to the governing bodies of educational institutions; and

WHEREAS, the Board of Regents has the principal responsibility of establishing the policies of the University, and through the President, officers, faculty and employees of the University, implements and carries out such policies; and,

WHEREAS, the Board of Regents in order to carry out its responsibilities, adopts these bylaws for the government of its members and to implement and to carry out its responsibilities as defined above.

ARTICLE I

MEETINGS

1. **Time and Place.** Meetings of the Board of Regents are to be held on the campus of Western Kentucky University or at such other place as approved by a majority vote of the Board of Regents. The Board of Regents shall approve at least annually its calendar of regular meetings, but in no event shall the Board of Regents meet less than once per calendar quarter.

2. **Special Meetings.** Upon written request of the President or any two members of the Board of Regents, the chairperson of the Board of Regents shall call a special meeting of the Board of Regents, such meetings to be held at such time and upon such date as determined by the chairperson. The President or any two members of the Board of Regents requesting such special meeting shall set forth in their request, with specificity, the purpose of such meeting. Discussions and action at the meeting shall be limited to items listed on the agenda and the notice.

3. **Notice of Special Meetings.** The notice of the special meeting shall consist of the date, time, and place of the special meeting and the agenda. As soon as possible, written notice shall be delivered personally, transmitted by facsimile machine, or mailed to every member of the Board of Regents as well as each media organization which has filed a written request, including a mailing address, to receive notice of special meetings. The notice shall be calculated so that it shall be received at least twenty-four (24) hours before the special meeting. As soon as possible, written notice shall be posted in a conspicuous place in the building where the special meeting will take place and then a conspicuous place in the building in the Wetherby Administration

Building. Notice shall be calculated so that it shall be posted at least twenty-four hours before the special meeting.

4. **Emergency Special Meetings.** In case of an emergency which prevents compliance with the foregoing, this subsection shall govern the Board of Regents' conduct of special meetings. The special meeting shall be called pursuant to the procedures set forth above. The Board of Regents shall make a reasonable effort, under emergency circumstances, to notify the members of the Board of Regents, media organizations which have filed a written request for notification, and the public of the emergency meeting. At the beginning of the emergency meeting, the chairperson shall briefly describe for the record the emergency circumstances preventing compliance with the notice provision set forth above. These comments shall appear in the minutes. Discussions and action at the emergency meeting shall be limited to the emergency for which the meeting was called.

5. **Emergency Defined.** For purpose of these bylaws, an emergency shall be defined as a situation which creates a threat or impending threat to public health, welfare or safety such as may arise by reason of fires, floods or other natural or man-caused disasters, epidemics, riots, enemy attack, sabotage, explosion, power failure, energy shortages, transportation emergencies, equipment failures, state or federal legislative mandates or similar events.

6. **Participation in Meetings by Non-members.** The President shall attend and participate in all meetings of the Board of Regents unless excused when the President's status is under consideration. He may attend all meetings of committees of the Board. The President, with the approval of the Board members, may invite other members of the University staff or faculty to accompany him in attendance at any meeting. They may address the Board or otherwise participate upon request of the Board, any member, or the President.

Other members of the University community and members of the public are welcome to attend open meetings of the Board but may not address the Board of Regents or otherwise participate in the meetings except pursuant to a previously approved request for appearance to be heard in accordance with this paragraph. Persons desiring to be heard by the Board of Regents will first submit to the President in writing the

subject matter and the reason for desiring to be heard by the Board of Regents. The President shall then call the request to the attention of the chairperson. The chairperson may then determine whether or not to permit the person requesting appearance before the Board to speak, or the Board by a majority vote may grant such a request of the person requesting authority to speak.

7. **Agenda for Meetings.** It shall be the responsibility of the President to develop an agenda for each meeting of the Board of Regents.

ARTICLE II

1. **Officers.** The officers of the Board of Regents shall be a chairperson, a vice chairperson, a secretary and a treasurer.

2. **The Election.** All officers of the Board of Regents shall be elected at the third regular meeting (calendar year) of the Board of Regents of the year in which the term of office expires. All officers shall commence serving upon their election.

3. **Term of Office.** All officers shall hold office for a term of two years or until their successors have been duly elected and have qualified, or until removed as hereinafter provided. If any officer shall vacate their office, for whatever reason, their successor shall hold office for the balance of the term of office of the person vacating such office.

4. **Removal of Officers.** Any officer may be removed either with or without cause by a vote of the majority of the entire Board of Regents.

5. **Successive Terms.** The chairperson and vice chairperson may be elected for two successive terms. Such persons shall be ineligible for an additional term without an intervening two-year period.

6. **Duties of Officers.** The duties and powers of the officers of the Board of Regents shall be as follows:

CHAIRPERSON

The chairperson shall preside at all meetings of the Board of Regents, call special meetings upon the request of the President or any two members of the Board of Regents.

VICE CHAIRPERSON

The vice chairperson shall in the absence of the chairperson carry out the duties of the chairperson.

SECRETARY

The secretary need not be a member of the Board of Regents.

The secretary shall prepare all books, records and papers belonging to the Board, maintain accurate records of votes and actions of the Board, prepare and distribute the agenda for meetings as developed by the President, give all notices of meetings and attend all meetings of the Board of Regents, including closed or executive sessions, and certify compliance with all open meetings and open records requirements.

TREASURER

The treasurer need not be a member of the Board of Regents.

The treasurer shall receive and disburse all monies and report to the Board of Regents on the financial status and fiscal affairs of the University. The treasurer shall periodically furnish to the Board of Regents, but at least annually, an accounting for all monies received and disbursed during the preceding fiscal year.

7. **Other Responsibilities.** The Board of Regents by a majority vote may assign such other duties and responsibilities to each of the respective officers as it shall from time to time determine appropriate.

ARTICLE III

1. **Committees of the Board of Regents.** The standing committees of the Board of Regents shall be the Executive Committee; the Finance Committee; and the Academics Committee. The Board may from time to time establish such other committees as shall be necessary to carry out its duties and responsibilities.

2. **Executive Committee.** The Executive Committee shall consist of the chairperson, vice chairperson and three other members of the Board of Regents. The Executive Committee shall provide the President with guidance on matters that arise in the interim between regular meetings of the Board of Regents. The Executive Committee may also perform any and all other functions that may be from time to time assigned by a majority vote of the Board of Regents. The chairperson of the Board of Regents shall serve as the chair of the Executive Committee.

3. **The Finance Committee.** The Finance Committee shall be responsible for reviewing and evaluating, on behalf of the Board of Regents, the biennial budget requests which are submitted to all

appropriate government agencies of the University; the annual operating budget of the University for each fiscal year; adjustments to the annual operating budget as from time to time required by operations of the University; the allocation of unencumbered fund balances which accrue to the University at the close of each fiscal year; any proposal for the construction of academic, administrative or service facilities through the issuance of revenue bonds and all other financial and budget matters which involve the Board of Regents. The Finance Committee shall consist of a minimum of three and a maximum of five members of the Board.

4. **The Academics Committee.** The Academics Committee shall be responsible for evaluating all recommendations coming to the Board of Regents affecting the academic affairs of the University. The Academics Committee shall consist of a minimum of three and a maximum of five members of the Board.

Authority of Committees. Committees shall possess no delegated authority of the Board of Regents unless approved by a majority vote of the Board of Regents. All actions of each committee, unless taken with delegated authority, shall constitute recommendations to the Board of Regents and shall be subject to approval by a majority vote of the Board of Regents. All authority delegated to a committee must be within the confines of Kentucky State Statutes and regulations.

6. **Selection of Committee Members.** Members of each committee shall be selected by the Chairman of the Board of Regents, and the terms of the committees shall run concurrently with the Chairman and Vice Chairman.

7. **Term of Committee Members.** All committee members shall serve for a term of one year or until their successors have been duly selected by the Chairman. In the event of a vacancy on a committee, the successor member shall be selected by the Chairman of the Board of Regents and shall hold office for the balance of the term of office of the person vacating their office.

8. **President as Ex Officio Member.** The President and all members of the Board of Regents shall serve as ex officio members of all committees of the Board of Regents, including those created from time to time by the Board.

9. **Other Committees.** Such other committees as are from time to time created by the Board of Regents shall have their membership, duties, responsibilities, and term of existence determined by a majority vote of the Board of Regents.

10. **Removal of Committee Members.** Any committee member may be removed either with or without cause by a majority vote of the entire Board of Regents.

ARTICLE IV

1. **Quorum.** A simple majority of the members of the Board of Regents shall constitute a quorum for the transaction of its business.

2. **Voting.** Each member of the Board of Regents shall cast one vote. All votes of the Board shall be a voice vote, provided, however, any member may request a roll call vote of the membership on any question. A simple majority of the quorum present and voting is required for any action and is sufficient unless otherwise required by law. The secretary shall note those voting in favor and those voting against any matter.

3. **Majority of Entire Board Required on Finances.** A majority of the Board of Regents must vote affirmatively to effect an appropriation or disbursement of money, the making of a contract that requires an appropriation or disbursement of money or the employment or dismissal of a teacher.

ARTICLE V

1. **Amendment to Bylaws.** Amendments to these bylaws may be proposed by any member at any duly constituted meeting of the Board but will not be acted upon until the next meeting. Adoption of amendments shall require a vote of two-thirds (2/3) of the members.

2. **Parliamentary Procedure.** The parliamentary procedure of the Board of Regents shall be governed by Robert's Rules of Order.

AGENDA ITEM 4 - Report of the Ad hoc Athletics Committee

Mr. Hankins, Chair, of the Athletics Task Force, reported that the Task Force has met two times with an extensive agenda. Several topics were discussed such as academic standards; NCAA requirements; where Western Kentucky University fits into those requirements; conference affiliation; new horizon items by the NCAA; and the Knight Commission Report. Mr. Hankins stated that it had been an informative

process for all of the Task Force. An open forum was held to allow members of the community to speak to the Task Force and give their thoughts as to the direction they felt Western go and the support that should be given. The Task Force has reviewed the expenditures over the last thirteen years by all athletic areas. There will be recommendations presented to the Board at the October 29 meeting.

Chairman Mercer stated, "There has been various articles in the newspaper about conference affiliation, etc, and I feel that this is the Board's responsibility to look at this continually. This is not any slam against any program or whatever--it is just something that the Board continually needs to take a look at. We are not out to change conferences necessarily--we are just out to look at what is best for this University as a whole. We hope that everybody can realize that and take it into consideration when they consider their comments. This is a legitimate public policy discussion that is a part of our job. "

AGENDA ITEM 5 - State Revenue Shortfall

President Meredith told the Committee of the receipt of a memo from the Governor's Office regarding a revenue shortfall of \$68.6 million dollars. The memo indicated that they thought they could manage the shortfall; however, the university should develop a contingency plan to deal with a possible budget cut if that becomes a reality. If there is a cut, the projection for Western is 2 percent or \$908,000. The President has met with the University Budget Committee to begin developing a contingency plan. The contingency plan will be presented to the Board at the October 29 meeting and will need to be approved by the Board of Regents for submittal to the Council on Higher Education by November 5.

AGENDA ITEM 6 - Executive Session

Mr. Mercer moved that the Board of Regents go into closed session for a discussion which might lead to the appointment, discipline, or dismissal of an individual employee. The motion was seconded by Mrs. Loafman.

President Meredith and Mrs. Esters accompanied the Board into closed session at approximately 9:40 a.m.

Returning from closed session at approximately 11:37 a.m., the Chairman stated that "During the closed session, the Executive Committee discussed only matters within the scope of the motion, took no formal action and made no decisions."

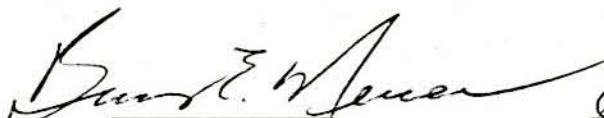
AGENDA ITEM 7 - Adjournment

Upon a motion by Mr. Gray, seconded by Mr. Hankins, the Executive Committee adjourned at approximately 11:47 a.m.

CERTIFICATION OF SECRETARY

I hereby certify that the minutes herein set forth an accurate record of votes and actions taken by the Executive Committee of the Board of Regents of Western Kentucky University in a meeting held on October 23, 1992, in the Regents Conference Room of the Wetherby Administration Building on the Western campus, and further certify that the meeting was held in compliance with KRS 61.810, 61.815, 61.820, and 61.825 (enacted as Sections 2,3, 4 and 5 of House Bill 100, 1974 Regular Session, General Assembly).


Elizabeth W. Esters
Secretary


Burns E. Mercer
Chairman

January 22, 1993


Elizabeth W. Esters
Secretary

January 22, 1993